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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 18, 2020**

**ITERIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-08762**  
(Commission File Number)

**95-2588496**  
(IRS Employer Identification No.)

**1700 Carnegie Avenue, Suite 100, Santa Ana, California**  
(Address of principal executive offices)

**92705**  
(Zip Code)

Registrant's telephone number, including area code: **(949) 270-9400**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 par value	ITI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02                      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 18, 2020, the Board of Directors (the “Board”) of Iteris, Inc. (the “Company”) appointed Anjali Joshi, age 60, as a member of the Board, effective immediately, to serve until the 2020 annual meeting or until her respective successor is duly elected and qualified. At this time, Ms. Joshi has not been appointed to serve on any committees of the Board.

Until March 2019, Ms. Joshi served as Vice President of Product Management at Google, Inc. (“Google”), where she led Google’s product efforts focused on emerging markets. Prior to that, Ms. Joshi held various positions at Google from 2006 to 2016, including product development teams for Search and Image Search products, product management teams for Maps, Translate News and Global Infrastructure, and Google Cloud and Fiber To The Home. Prior to Google, Ms. Joshi served as Executive Vice President of engineering for Covad Communications, Inc., a company providing voice and data communications products and services to consumers and businesses, from 1998 to 2003. Before that, she held positions at AT&T Bell Labs, working in the areas of voice and high-speed data from 1990 to 1998. Ms. Joshi also currently serves as a board member of Lattice Semiconductor, since November 2019, a provider of low power FPGA solutions, and serves as a board member of MobileIron, since September 2019, a provider of mobile security solutions. Since July 2017, Ms. Joshi has served as a board member of The McClatchy Company, a publisher of newspapers and provider of digital marketing services. She earned a bachelor’s degree in electrical engineering from the Indian Institute of Technology, a master’s degree in computer engineering from the State University of New York at Buffalo, New York, and a master’s degree in management science from Stanford University.

As a non-employee director of the Company, Ms. Joshi will receive the same cash and equity compensation as each of the Company’s other non-employee directors. There is no arrangement or understanding between Ms. Joshi and any other person pursuant to which he was elected as a director of the Company. There is no familial relationship between Ms. Joshi and any other director or executive officer of the Company, and there are no transactions between Ms. Joshi and the Company that would require disclosure under Item 404(a) of Regulation S-K.

**Item 8.01                      Other Events.**

On June 23, the Company issued a press release to report the appointment of the director identified in Item 5.02 above. A copy of the release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01                      Financial Statements and Exhibits.**

(d)            The following exhibit is being filed with this Current Report on Form 8-K.

<b>Exhibit</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release of Iteris, Inc. dated June 23, 2020, announcing the appointment of Anjali Joshi to the Board of Directors</u></a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 23, 2020

ITERIS, INC.

By: /s/ Joe Bergera

Joe Bergera

President and Chief Executive Officer

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## Iteris Appoints Anjali Joshi to Its Board of Directors

### *Former Product Executive at Google and Covad Brings Deep Technology Expertise*

**SANTA ANA, Calif. – June 23, 2020** – Iteris, Inc. (NASDAQ: ITI), the global leader in smart mobility infrastructure management, today announced that Anjali Joshi, former vice president of product management at Google, has been appointed to its board of directors.

At Google, Ms. Joshi led product development for Google Maps, Google Search and Image Search, Global Infrastructure, and other core businesses. Prior to joining Google, she was executive vice president of engineering at Covad Communications, Inc., a company providing voice and data communications products and services to consumers and businesses. Previously, Ms. Joshi held various positions at AT&T Bell Labs, working in the areas of voice and high-speed data.

Ms. Joshi earned a Bachelor's degree in electrical engineering from the Indian Institute of Technology, a Master's degree in computer engineering from the State University of New York, and a Master's degree in management science and engineering from Stanford University.

Ms. Joshi currently serves as an independent director of Lattice Semiconductor, a low-power FPGA solutions provider, MobileIron, a mobile security solutions provider, and The McClatchy Company, a newspaper publisher and digital marketing services provider.

"Anjali's experience scaling global technology businesses and her deep technical expertise will contribute significant value to our board," said Tom Thomas, chairman of the board for Iteris. "In particular, her combined knowledge of communications infrastructure and geospatial technologies will be invaluable as we continue to evolve Iteris' ClearMobility Platform to address the needs of the smart mobility infrastructure management market."

"Iteris' market-leading portfolio of smart mobility infrastructure management solutions is changing the way transportation agencies at all levels of government fulfill their missions," said Ms. Joshi. "I am excited to join the board of a dynamic company that is profoundly enhancing the operation and utilization of transportation infrastructure while at the same time saving lives and helping communities thrive."



## About Iteris, Inc.

Iteris is the global leader in smart mobility infrastructure management – the foundation for a new era of mobility. We apply cloud computing, artificial intelligence, advanced sensors, advisory services and managed services to achieve safe, efficient and sustainable mobility. Our end-to-end solutions monitor, visualize and optimize mobility infrastructure around the world to help ensure that roads are safe, travel is efficient, and communities thrive. Visit [www.iteris.com](http://www.iteris.com) for more information and join the conversation on [Twitter](#), [LinkedIn](#) and [Facebook](#).

## Forward-Looking Statements

This release may contain forward-looking statements, which speak only as of the date hereof and are based upon our current expectations and the information available to us at this time. Words such as "believes," "anticipates," "expects," "intends," "outlooks," "target," "plans," "seeks," "estimates," "may," "should," "will," "can," and variations of these words or similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements about the impact and contributions of our newly appointed director. Such statements are not guarantees of future performance and are subject to risks, uncertainties, and assumptions that are difficult to predict, and actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors.

Important factors that may cause such a difference include, but are not limited to, our reliance on managing Board continuity and effectiveness by integrating and retaining independent directors, like Ms. Joshi; difficulties and risks in restructuring actions, acquisitions and divestitures; our ability to provide services and deliverables on a cost-effective basis; and the impact of general economic, political, and other conditions in the markets we address. Further information on Iteris, Inc., including additional risk factors that may affect our forward-looking statements, is contained in our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, and our other SEC filings that are available through the SEC's website ([www.sec.gov](http://www.sec.gov)).

## Media Contact

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## Investor Relations

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